

CONFIDENTIAL TREATMENT REQUESTED

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

Form 13F Cover Page

Report for the Calendar Year or Quarter Ended

March 31, 2008

Check here if Amendment ☐

Amendment Number : _____

This Amendment (Check only one):

☐
☐

is a restatement

adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: RBS Partners, L.P.

Address: 200 Greenwich Avenue

Greenwich, CT 06830

Form 13F File Number: 28-2610

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Adrian J. Maizey

Title: Chief Financial Officer, ESL Investments, Inc., General Partner of RBS Partners, L.P.

Phone: (203) 861-4600

Signature, Place, and Date of Signing:

(Signature)

Greenwich, CT

(City, State)

May 15, 2008

(Date)

Report Type (Check only one):

☒ 13F HOLDINGS REPORT (Check here if all holdings of this reporting manager are reported in this report)

☐ 13F NOTICE (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

13FCON P
11/14/08
NON-DIRIT

CONFIDENTIAL TREATMENT EXPIRED

PROCESSED

FEB 20 2009

THOMSON REUTERS



CONFIDENTIAL TREATMENT REQUESTED

FORM 13F Summary Page

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	1
Form 13F Information Table Value Total:	\$459,153
	(in thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-11470	ESL Investments, Inc.

Explanatory Note:

RBS Partners, L.P. ("RBS") hereby advises that ESL Investments, Inc. and RBS may be deemed to share investment discretion for purposes of Rule 13f-1(b) of the Securities Exchange Act of 1934 (the "Act") over certain 13(f) securities for which RBS exercises direct control.

FORM 13F Information Table - Confidential

Page 1 of 1

Column 1: Name of Issuer	Column 2: Title of Class	Column 3: CUSIP Number	Column 4:		Column 5:			Column 6	Column 7:	Column 8: Voting Authority		
			Fair Market Value (x \$1,000)	Shares or Principal Amount	SH/PRN	Put/Call	Investment Discretion			Other Managers	(a) Sole	(b) Shared
Capital One Financial Corp.	Common	14040H-10-5	459,153	9,328,591	SH		SOLE		9,328,591			
(Publicly disclosed portion has been omitted and filed separately.)												
COLUMN TOTALS		Grand Total	459,153									

END